

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575

VIA FEDERAL EXPRESS



September 9, 1998

RECORDATION NO. 21644 FILED
SEP 11 '98 11:46 AM

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W., Room 704
Washington, DC 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 14, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: De Bruce Grain, Inc.
2702 Rockcreek Parkway
North Kansas City, Missouri 64117

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Susan Grokulskey".

Susan Grokulskey
Manager – Documents Administration

Enclosures

(DEBR001)

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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 14th day of August, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and De Bruce Grain, Inc., a Missouri corporation ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of March 1, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March __, 1998 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski
Name: K.A. DOMBROWSKI
Title: Manager - Documentation

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 14th day of August, 1998.

[CORPORATE SEAL]

LESSEE:

DE BRUCE GRAIN, INC.

ATTEST:

By: Jeff Hicks
Name: JEFF HICKS
Title: DIRECTOR OF TRANSPORTATION

By: Paul DeBruce
Name: Paul DeBruce
Title: CEO

Executed on this ____ day of ____, 1998.

[CORPORATE SEAL]

STATE OF Missouri
COUNTY OF Clay

I, Patricia L. Piburn, a Notary Public of the County and State aforesaid, certify that Paul DeBruce personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4th day of August, 1998.

Patricia L. Piburn
Notary Public

My Commission Expires:

Patricia L. Piburn
(Notary Public)

PATRICIA L. PIBURN
Notary Public - State of Missouri
Commissioned in Clay County
My Commission Expires Aug. 8, 2000

STATE OF ILLINOIS

COUNTY OF COOK

I, Susan Grokulsky, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14th day of August, 1998.

Susan Grokulsky
Notary Public

My Commission Expires:

8/14/2000
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

FURX	818450
FURX	827501
FURX	827502
FURX	827503
FURX	827504
FURX	827505
FURX	827506
FURX	827507
FURX	827508
FURX	827509
FURX	827511
FURX	827512
FURX	827588
FURX	827589
FURX	827591
FURX	830131
NDYX	488335
NDYX	488346
RUSX	005526
RUSX	010597
RUSX	010687
RUSX	010726
RUSX	488065
RUSX	488099
RUSX	488102
RUSX	488104
RUSX	488105
RUSX	488106
RUSX	488110
RUSX	488112
RUSX	488115
RUSX	500068
RUSX	500137
RUSX	510074
TGOX	008767
Count:	35.00